

MCNAMARA KEVIN J  
Form 4  
February 21, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCNAMARA KEVIN J

2. Issuer Name and Ticker or Trading Symbol  
CHEMED CORP [CHE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2600 CHEMED CENTER, 255  
EAST 5TH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
president and CEO

(Street)  
CINCINNATI, OH 45202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
capital stock	02/16/2012		M		25,000	A	\$ 33.75
capital stock	02/16/2012		F(1)		17,228	D	\$ 63.76
capital stock	02/17/2012		S		8,000	D	\$ 62.75
capital stock	02/17/2012		A(2)		9,470	A	\$ 63.36

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
stock option(right to buy with tandem tax withholding)	\$ 33.75	02/16/2012		M	25,000	11/19/2008 05/19/2018	capital stock
stock option(right to buy with tandem tax withholding)	\$ 63.36	02/17/2012		A	86,000	02/17/2013 <sup>(3)</sup> 02/17/2022	capital stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA KEVIN J 2600 CHEMED CENTER 255 EAST 5TH STREET CINCINNATI, OH 45202	X		president and CEO	

## Signatures

Kevin J.  
McNamara  
Date: 02/21/2012

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Payment of purchase price and tax obligation on stock option exercise.

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- (2) award of restricted stock vesting in full 02/17/2016.
- (3) exercisable in 3 equal annual installments commencing 2/17/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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